

# HELM

## FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA 2-DAY UPS

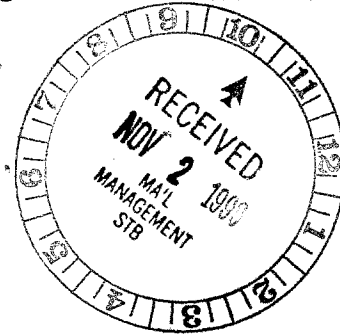
October 29, 1999

RECORDATION NO. **20822-R**

FILED

NOV 16 '99

9-30AM



Mr. Vernon Williams  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed are two (2) originals of the Memorandum of Schedule to Master Lease Agreement dated as of October 1, 1999 which is intended to evidence **Schedule No. 20** dated as of October 1, 1999 to the Master Lease Agreement dated as of July 15, 1996 between the following parties:

Lessor:	Helm Financial Corporation One Embarcadero Center, Suite 3700 San Francisco, CA 94111
Lessee:	Norfolk Southern Railway Company 110 Franklin Road, SE Roanoke, VA 24042-0041

The equipment involved in this transaction is as follows:

Equipment:	Fifty-four (54) locomotives more fully described in <u>Annex A</u> attached hereto.
------------	---

Please file this Memorandum as a supplementary document to Recordation No. 20822 filed on August 18, 1997 and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

Yours truly,

Alison Drain  
Document Administrator

/ad  
Enclosures (2)

MEMORANDUM OF  
SCHEDULE TO MASTER LEASE AGREEMENT

NOV 16 '99

9-30AM

THIS MEMORANDUM OF SCHEDULE TO MASTER LEASE AGREEMENT ("Memorandum") is made as of October 1, 1999 and is intended to evidence Schedule No. 20 dated as of October 1, 1999 ("Schedule 20") to that certain Master Lease Agreement dated as of July 15, 1996 ("Master Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and NORFOLK SOUTHERN RAILWAY COMPANY, a Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301. The Master Lease was filed with the Surface Transportation Board under Recordation Number 20822 on August 18, 1997. Lessor has the right to lease the rail equipment, more fully described in Annex A attached hereto ("Units"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Master Lease and Schedule 20.

The Master Lease and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor. Lessee has granted a security interest unto Lessor in and to any and all Payments, as such term is defined in the Master Lease, including, without limitation, any and all Rent and other Payments pursuant to any sublease of the Units. In the Event of Default, as such term is defined in the Master Lease, Lessee assigns any and all subleases to Lessor.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

LESSOR

HELM FINANCIAL CORPORATION

By: 

Name: Richard C. Kirchner

Title: President

LESSEE

NORFOLK SOUTHERN RAILWAY COMPANY

By: 

Name: R. C. Steele, Jr.

Title: Assistant Vice President

# ANNEX A

## TO THE MEMORANDUM OF SCHEDULE TO MASTER LEASE

### Equipment Description:

Fifty-one (54), 3000 horsepower, locomotives equipped with dynamic brakes.

	Unit	Number	Model
1	MKCX	9023	SD40-2
2	MKCX	9024	SD40-2
3	MKCX	9025	SD40-2
4	MKCX	9026	SD40-2
5	MKCX	9027	SD40-2
6	MKCX	9028	SD40-2
7	MKCX	9029	SD40-2
8	MKCX	9030	SD40-2
9	MKCX	9031	SD40-2
10	MKCX	9032	SD40-2
11	MKCX	9033	SD40-2
12	MKCX	9034	SD40-2
13	MKCX	9035	SD40-2

	Unit	Number	Model
14	MKCX	9036	SD40-2
15	MKCX	9037	SD40-2
16	MKCX	9038	SD40-2
17	MKCX	9039	SD40-2
18	MKCX	9040	SD40-2
19	MKCX	9041	SD40-2
20	MKCX	9042	SD40-2
21	MKCX	9043	SD40-2
22	MKCX	9044	SD40-2
23	MKCX	9045	SD40-2
24	MKCX	9046	SD40-2
25	MKCX	9047	SD40-2

	Unit	Number	Model
1	MKCX	9001	SD40-2
2	MKCX	9003	SD40-2
3	MKCX	9004	SD40-2
4	MKCX	9005	SD40-2
5	MKCX	9006	SD40-2
6	MKCX	9008	SD40-2
7	MKCX	9009	SD40-2
8	MKCX	9010	SD40-2
9	MKCX	9012	SD40-2

	Unit	Number	Model
10	MKCX	9013	SD40-2
11	MKCX	9014	SD40-2
12	MKCX	9015	SD40-2
13	MKCX	9016	SD40-2
14	MKCX	9017	SD40-2
15	MKCX	9018	SD40-2
16	MKCX	9019	SD40-2
17	MKCX	9020	SD40-2

	Unit	Number	Model
1	HLCX	6222	SD40-2
2	HLCX	6297	SD40-2
3	HLCX	6299	SD40-2
4	HLCX	6402	SD40-2
5	HLCX	6403	SD40-2
6	HLCX	6404	SD40-2

	Unit	Number	Model
7	HLCX	6450	SD40-2
8	HLCX	6071	SD40-3
9	HLCX	6072	SD40-3
10	HLCX	6073	SD40-3
11	HLCX	6086	SD40-3
12	HLCX	6523	SD40-3

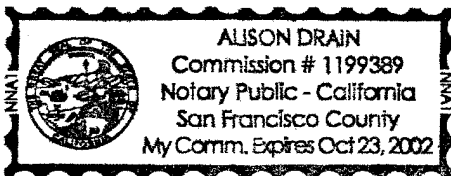
STATE OF CALIFORNIA )  
 ) S.S.  
COUNTY OF SAN FRANCISCO )

On October 28<sup>th</sup>, 1999, before me, Alison Drain, personally  
appeared Richard C. Kirchner, President of HELM FINANCIAL CORPORATION,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument  
and acknowledged to me that he/she/they executed the same in his/her/their  
authorized capacity(ies), and that by his/her/their signature(s) on the  
instrument the person(s), or the entity upon behalf of which the person(s)  
acted, executed the instrument.



WITNESS my hand and official seal.

Alison Drain  
SIGNATURE OF THE NOTARY

[Notarial Seal]

COMMONWEALTH OF VIRGINIA )  
 ) S.S.  
COUNTY OF ROANOKE )

On October 11, 1999, before me, E. L. BARNETT, personally  
appeared R. C. Steele, Jr., Assistant Vice President of NORFOLK SOUTHERN  
RAILWAY COMPANY,

✓ personally known to me -OR-

— proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument  
and acknowledged to me that he/she/they executed the same in his/her/their  
authorized capacity(ies), and that by his/her/their signature(s) on the  
instrument the person(s), or the entity upon behalf of which the person(s)  
acted, executed the instrument.

WITNESS my hand and official seal.

E. L. Barnett  
SIGNATURE OF THE NOTARY

[Notarial Seal]

My Commission Expires 1-31-2003